

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W.R. GRACE & CO., <u>et al.</u> , <sup>1</sup>	)	Case No. 01-1139 (JKF)
	)	Jointly Administered
Debtors.	)	Re: Docket No. 6829 and 11/15/04 Agenda Item 11

**CERTIFICATION OF COUNSEL RE: DOCKET NO. 6829**

1. On November 4, 2004, the above-captioned debtors and debtors in possession (collectively, the “Debtors”) filed the *Debtors’ Motion for Entry of an Order Authorizing Debtors to Advance Certain Legal Fees and Expenses for Certain of Debtors’ Current and Former Officers, Directors and Employees* (the “Motion”) (Docket No. 6829) with the United States Bankruptcy Court for the District of Delaware (the “Court”), 824 Market

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<sup>1</sup> The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food ’N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

Street, Wilmington, Delaware 19801. Objections and responses to the Motion were to be filed on or before November 10, 2004.

2. The Official Committee of Asbestos Property Damage Claimants (the “PD Committee”) objected to the Motion. The Official Committee of Asbestos Personal Injury Claimants (the “PI Committee”, and together with the PD Committee, the “Asbestos Committees”) joined the objection.

3. On November 15, 2004, a hearing on the Motion was held before the Court. The Court approved the Motion subject to the Debtors submitting a revised proposed form of order incorporating the Court’s modifications.

4. Attached is a revised proposed form of order (the “Proposed Order”) that the Debtors believe reflects the Court’s modifications set forth at the November 15, 2004 hearing. The Proposed Order was circulated to counsel for the Asbestos Committees on November 29, 2004, together with an e-mail requesting any further comments by November 30, 2004 at 3:00 p.m. The Debtors have not received any further comments from counsel for the Asbestos Committees.

5. Accordingly, the Debtors respectfully request that the Court enter the Proposed Order attached hereto as Exhibit A at its earliest convenience.

Dated: December 1, 2004

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